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**50 YEARS**  
**A**  
OF CAPTAIN AMERICA  
1941 - 1991

**THE TRI-SENTINEL'S BACK!**

# the AMAZING SPIDER-MAN®

AND, THIS TIME, SPIDEY DOESN'T HAVE COSMIC POWERS TO BEAT HIM WITH!

GUEST-STARRING  
NOVA™ OF  
THE NEW  
**WARRIORS**

BAGLEY  
+ R.E. '91



BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee  
PRESENTS: **THE AMAZING SPIDER-MAN®**

# THE THREE FACES OF EVIL!

DAVID  
MICHELINIE  
WRITER

RANDY  
EMBERLIN  
INKER

RIK  
PARKER  
LETTERER

BOB  
SHAREN  
COLORIST

DANNY  
FINGEROTH  
EDITOR

TOM  
DEFALCO  
EDITOR IN CHIEF

PROUDLY WELCOME ABOARD NEW REGULAR PENCILER

MARK

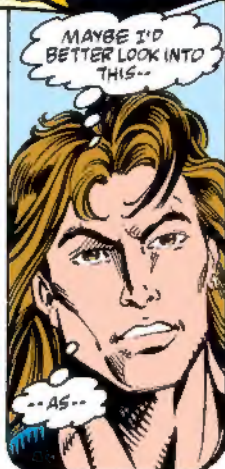
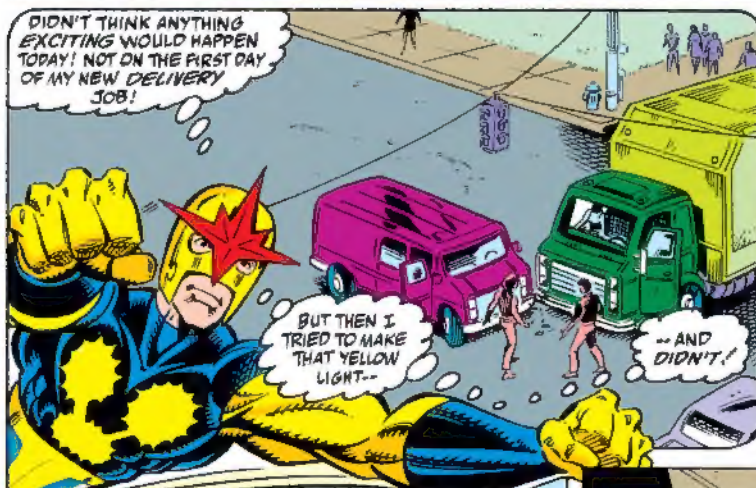
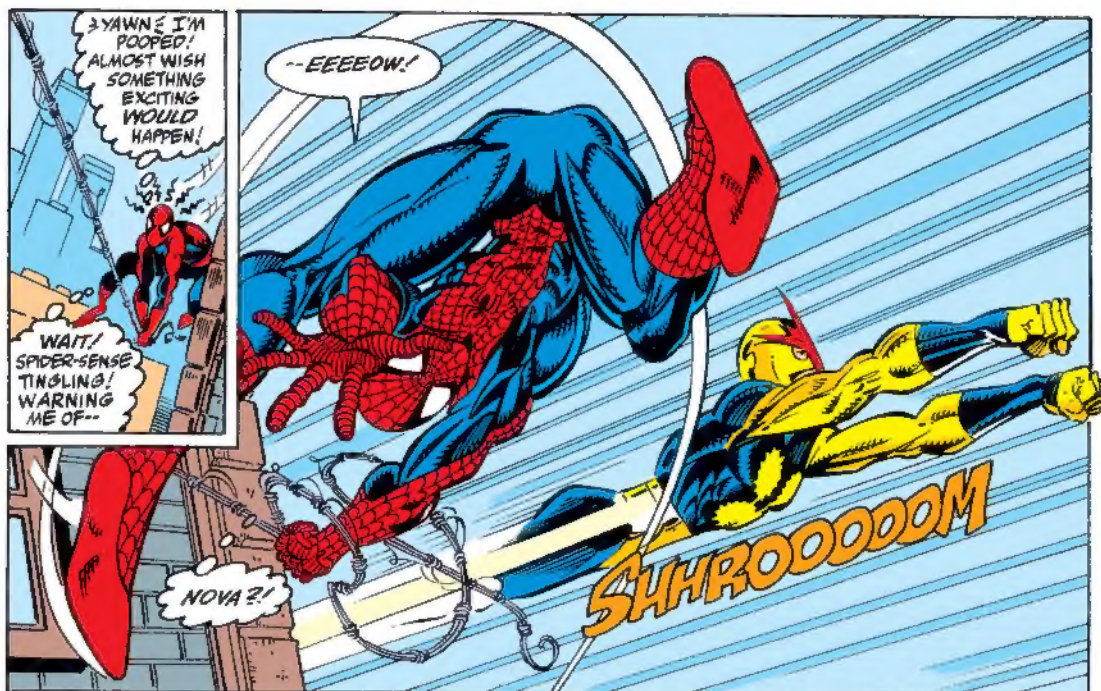
BAGLEY!

SPIDER-MAN HAS BEEN THROUGH A LOT LATELY; BATTLES WITH DOCTOR DOOM, THE SANDMAN, AND MANY OTHERS.

THUS, ALL HE WANTS AS HE WEBSWINGS ACROSS EMPIRE STATE UNIVERSITY IS TO SPEND THE DAY AS PETER PARKER, ATTENDING SAFE AND SANE SCIENCE CLASSES. POOR SPIDEY...

...HE'S GOING TO BE SO DISAPPOINTED!









SO FAR,  
SO--

I DON'T  
THINK THE  
SCIENCE  
STAFF NEEDS  
FRESH  
TOWELS,  
GUYS!



THAT'S WHY THE CHIEF GAVE  
US THIS LITTLE ITEM!

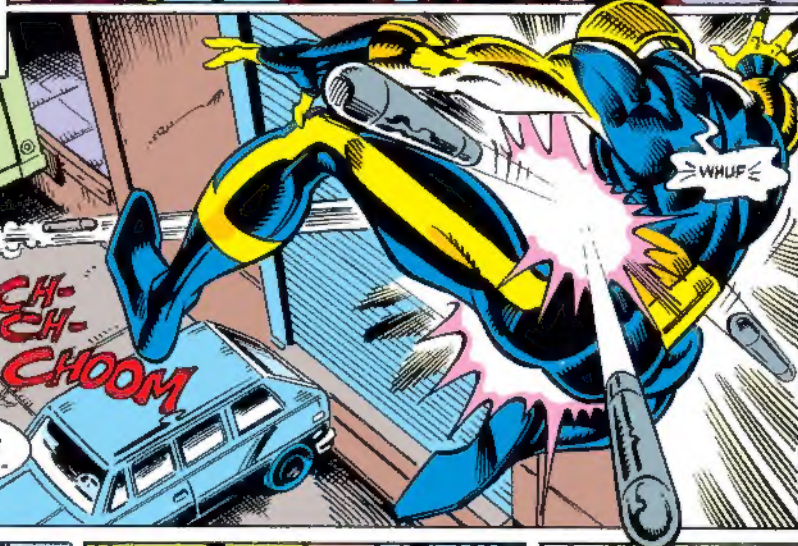
RUBBER BATONS  
AIN'T LETHAL, BUT AT THE  
RIGHT POWER SETTING--



MAYBE YOU SHOULD WORK ON  
CLEANING UP YOUR OWN ACT  
INSTEAD!

AW, GEEZ! ONE  
O' THOSE COSTUMED  
DO-GOODERS!

NO  
PROBLEM!



CH-  
CH-  
CHOOM

WHUF!



-- THEY HURT LIKE  
BLAZES!

CHUNKLING!



GOT IT!

GREAT!  
LET'S  
ROLL!

GOOD THING WE  
DIDN'T HAVE TO DO ANY  
REAL DAMAGE! CHIEF  
SAYS THAT'D BE BAD FOR  
PUBLIC RELATIONS!

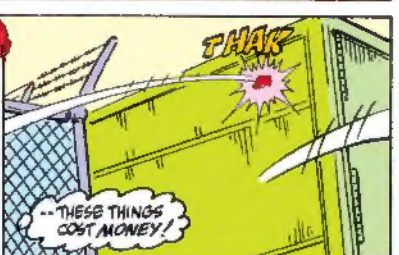
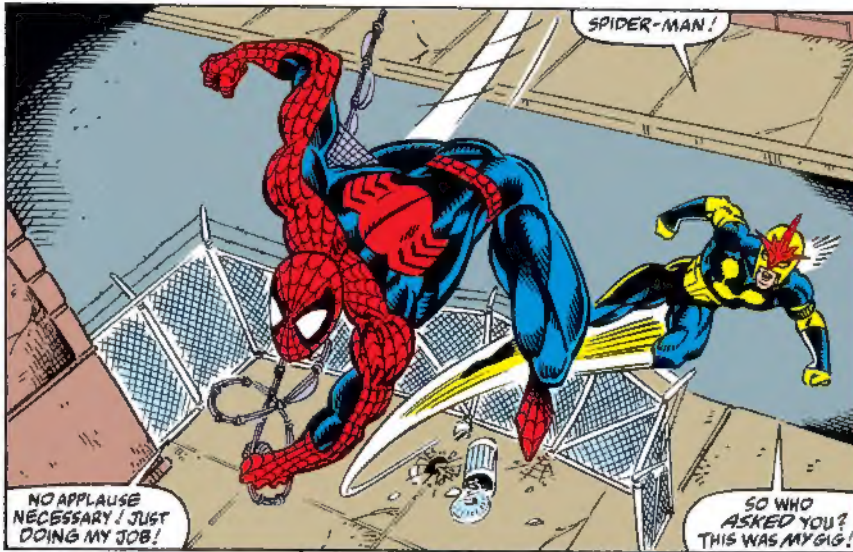


CROOKS  
INTERESTED  
IN P.R. WHAT  
NEXT?

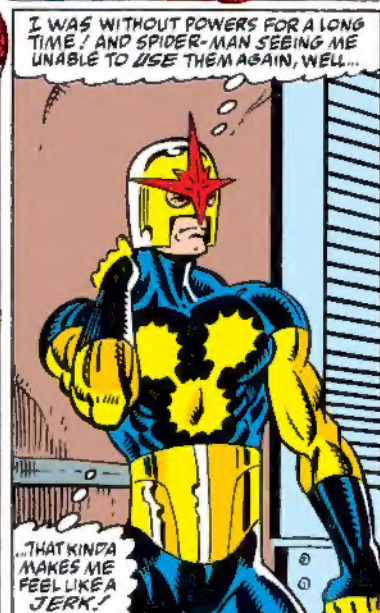
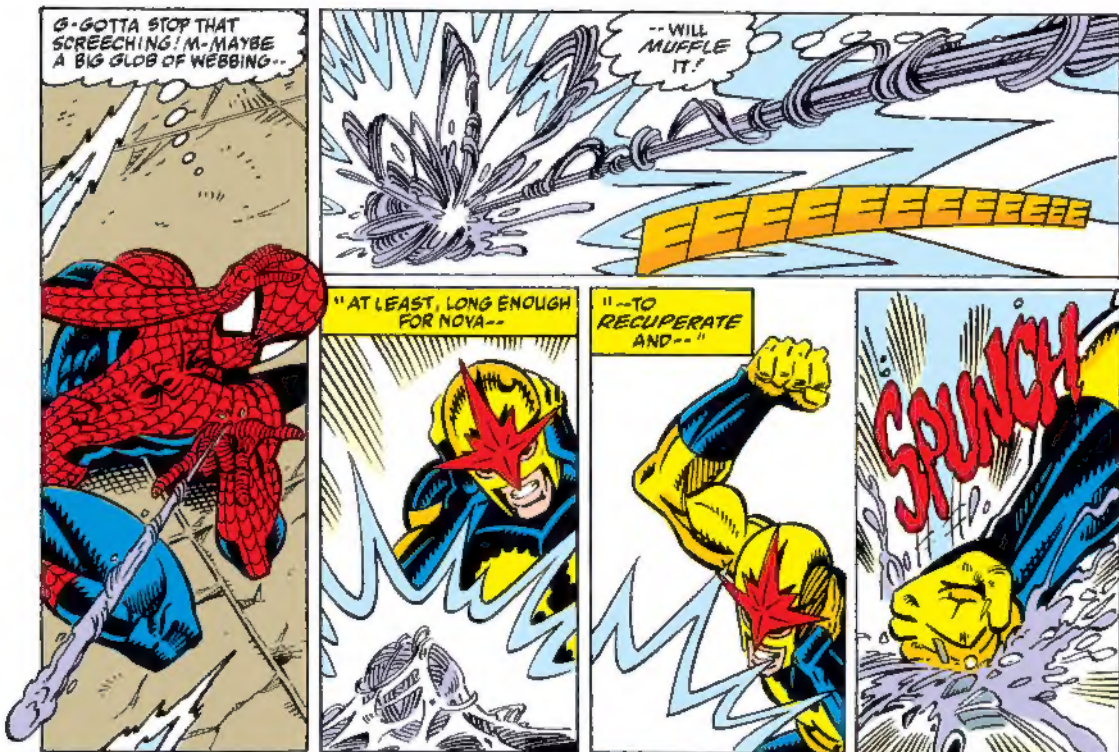
THUP

YOU'RE GONNA  
TELL ME YOU HAVE  
AN AGENT?











AND HE'S NOT THE ONLY ONE!

EMPIRE STATE UNIVERSITY, ONE HOUR LATER.

I BLEW IT! CROOKS HAD AN ESCAPE ROUTE PLANNED!

GOT OUT OF RANGE OF MY SPIDER-SENSE FAST.

BUT THE BOX THEY TOOK CAME FROM THE BUILDING WHERE ROXXON FUNDED THOSE ARTIFICIAL VIBRANIUM EXPERIMENTS! \*

THAT SYNTHETIC TURNED INTO ANTARCTIC VIBRANIUM, A SUBSTANCE THAT MELTS METAL--

\* IN THIS YEAR'S SPIDER-MAN ANNUALS -- DANNY

--AND THE PROJECT HEADS WERE DISMISSED!

BUT CARLOS MUNOZ WAS THE GRAD STUDENT ASSISTING THE EXPERIMENTS!

"MAYBE I SHOULD LOOK UP CARLOS--"

♪♪♪

"--UP!"

BUENOS DIAS! GOT SOMETHING TO TELL ME?

SAY, ABOUT VIBRANIUM?

Y-YOU KNOW?

HEY, I-I JUST THOUGHT I COULD FIGURE WHY THE EXPERIMENT FAILED!

THAT'S WHY I USED E.S.U. SOURCES TO SCORE A SMALL PIECE OF REAL ANTARCTIC VIBRANIUM!

"BUT SOME GUYS OFFERED TO BUY IT! BIG BUCKS!"

"EVEN HAD A BOX THAT NEGATED THE MELTING EFFECT! TALK ABOUT HIGH TECH!"

THEY PAID A FORTUNE!

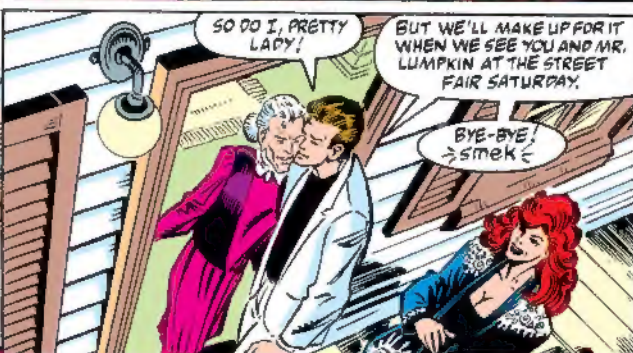
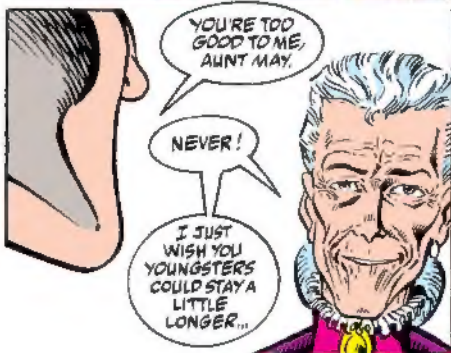
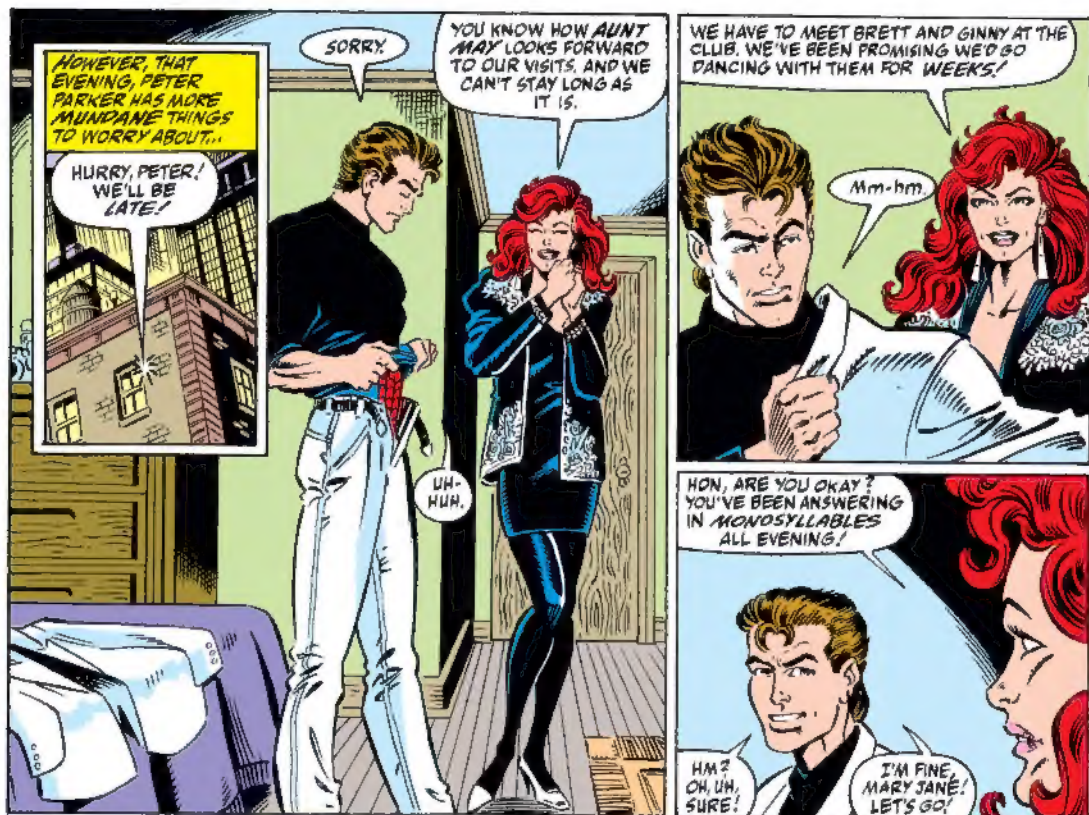
Y-YOU'D HAVE DONE THE SAME THING, RIGHT?

STUPID QUESTION.

ANTARCTIC VIBRANIUM COULD BE DANGEROUS! DEADLY IF IT FELL INTO TERRORIST HANDS! BUT WHAT KIND OF TERRORISTS--

--WORRY ABOUT PUBLIC RELATIONS?









THAT WAS THE LONGEST SPEECH YOU MADE ALL NIGHT! SOMETHING IS WRONG! DON'T YOU THINK I HAVE A RIGHT TO KNOW?

I'M SORRY, MJ.



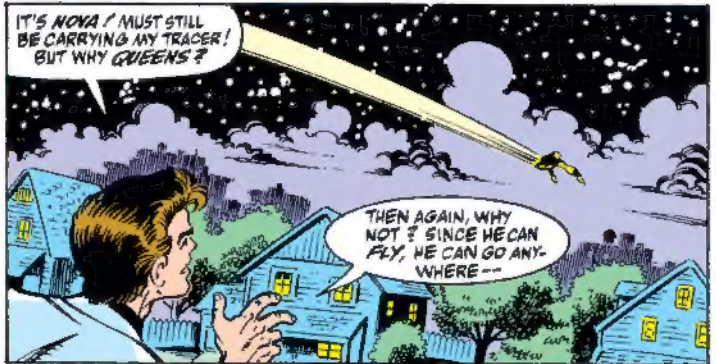
I JUST CAN'T STOP THINKING ABOUT THAT ANTARCTIC VIBRANIUM--AND WHAT IT MIGHT BE USED FOR!

BUT YOU'RE OFF DUTY!



BEING SPIDER-MAN 24 HOURS A DAY ISN'T FAIR TO--

WAITAMINIT! SPIDER-SENSE TINGLING!



IT'S NOVA! MUST STILL BE CARRYING ANY TRACER! BUT WHY QUEENS?

THEN AGAIN, WHY NOT? SINCE HE CAN FLY, HE CAN GO ANYWHERE--



-- SAY! THAT GIVES ME AN IDEA! 'FRAD! THE DANCING WILL HAVE TO WAIT, SWEET-HEART!

NOW JUST A MINUTE--



THIS IS IMPORTANT! I-I MEAN DIFFERENT IMPORTANT!

FINE! I'LL GIVE BRETT AND GINNY YOUR REGRETS!



YOU'RE GOING ALONE?

YOU'RE NOT GOING OFF TO PLAY HERO ALONE!

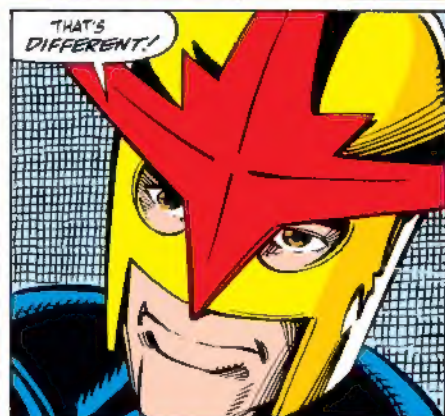
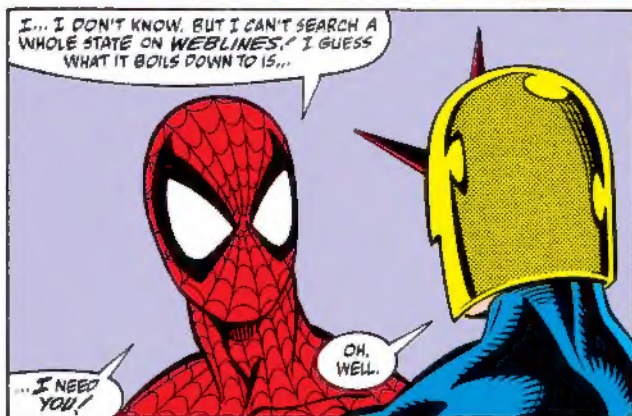
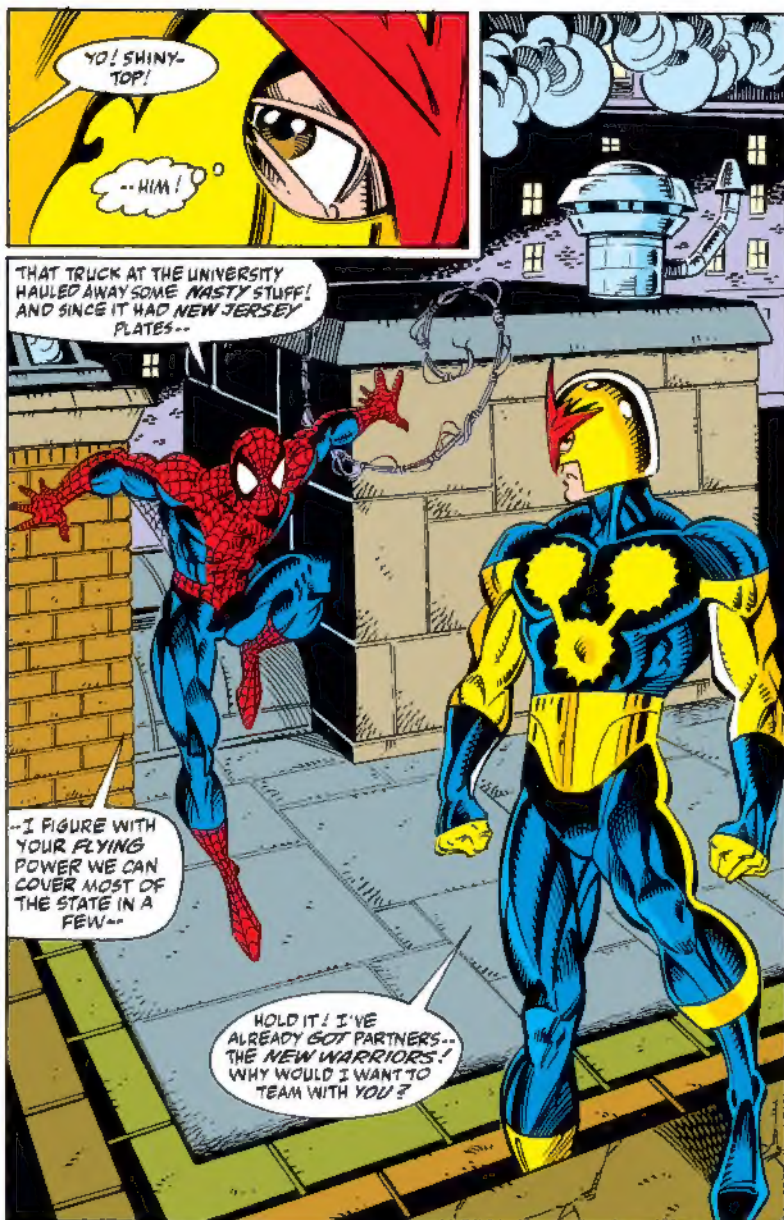


WHY NOT?

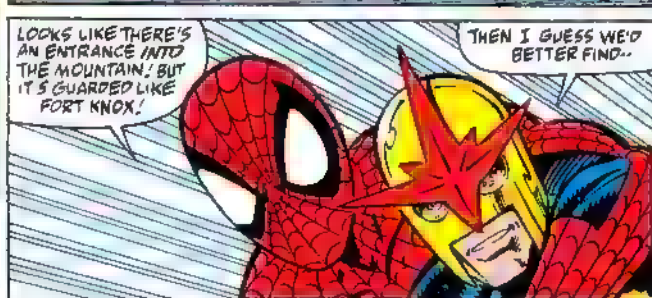
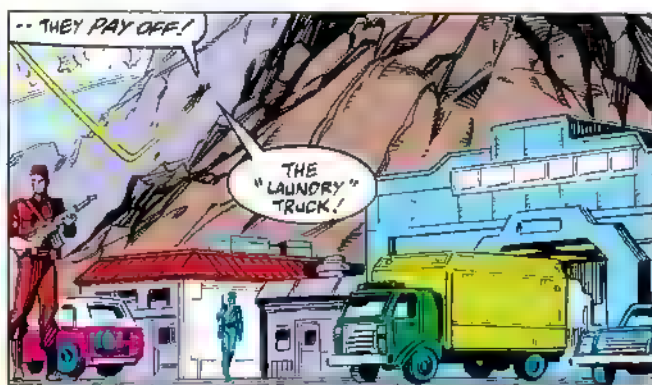
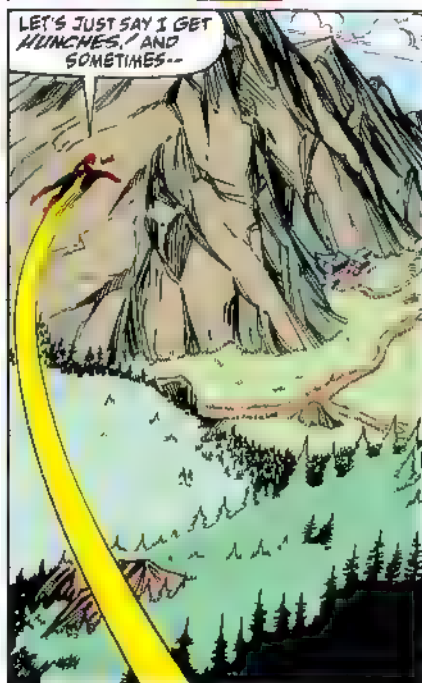
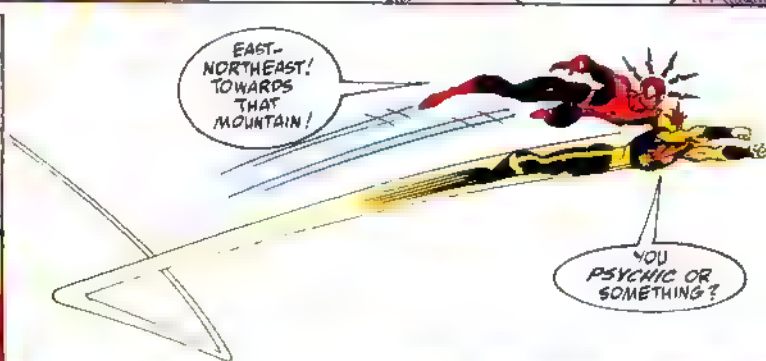
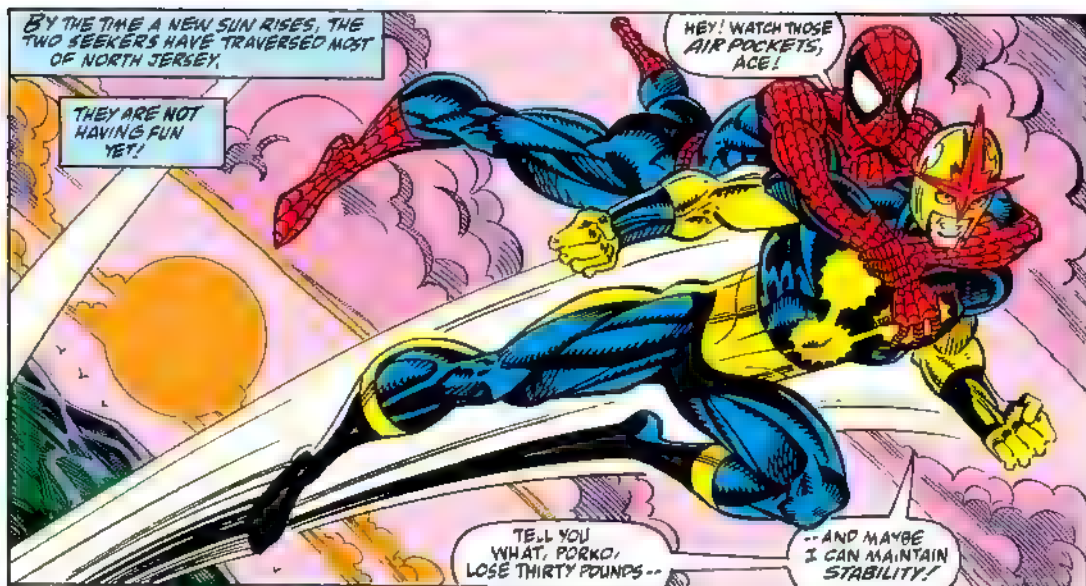
SOMETHING'S BUGGING MJ! HAS BEEN FOR WEEKS!

WELL, HARM'S ALREADY DONE, MIGHT AS WELL TRY TO FIND--

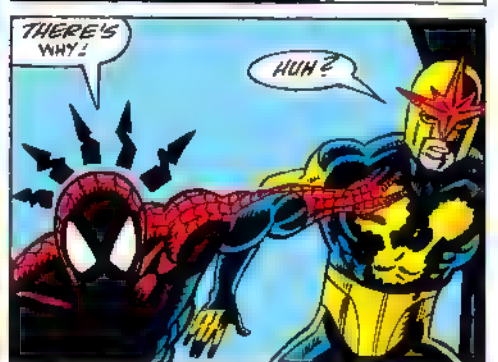
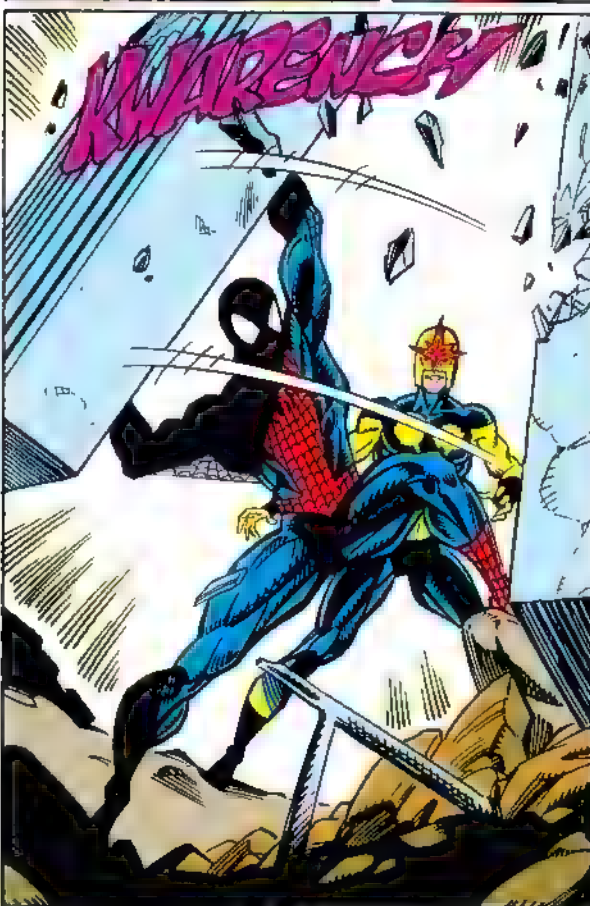
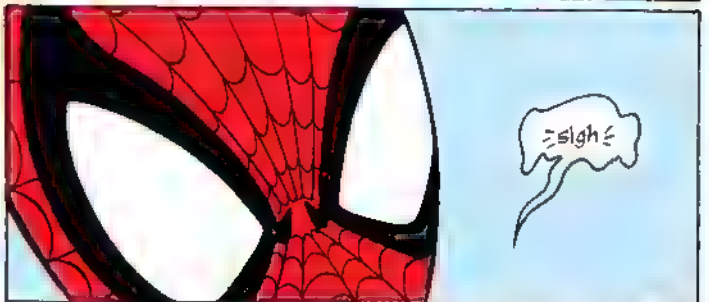
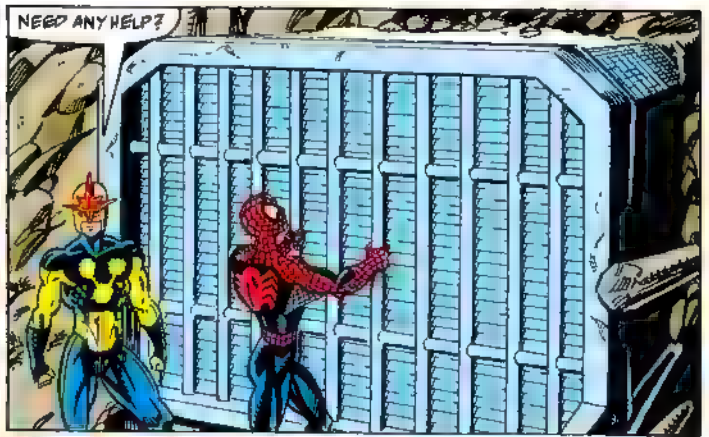
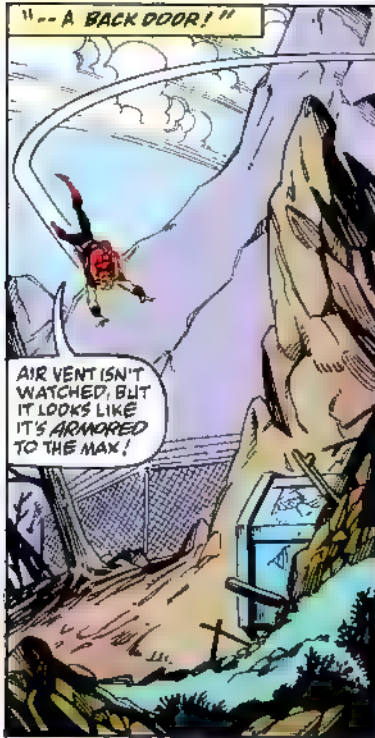














SEE THAT DISC? IT'S  
SENDING OUT AN INVISIBLE  
TRIP BEAM! THESE  
FOLKS MUST BE RELYING  
ON INTERIOR SECURITY!



WATCH YOUR  
STEP!

BUT IT'S ALMOST  
PITCH BLACK! HOW  
COULD YOU  
SEE...?



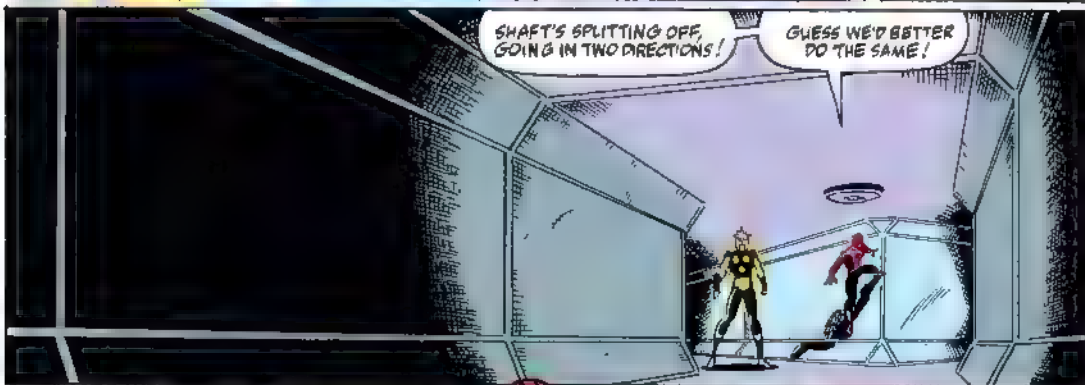
YEEESH, I CAN FLY.  
I'M STRONG. THOSE  
ARE REASONABLE  
POWERS!



BUT THIS SPIDER-GUY'S  
DOWNRIGHT SPOONY!

SHAFT'S SPLITTING OFF,  
GOING IN TWO DIRECTIONS!

GUESS WE'D BETTER  
DO THE SAME!



IF WE DON'T FIND ANYTHING,  
WE MEET BACK HERE!

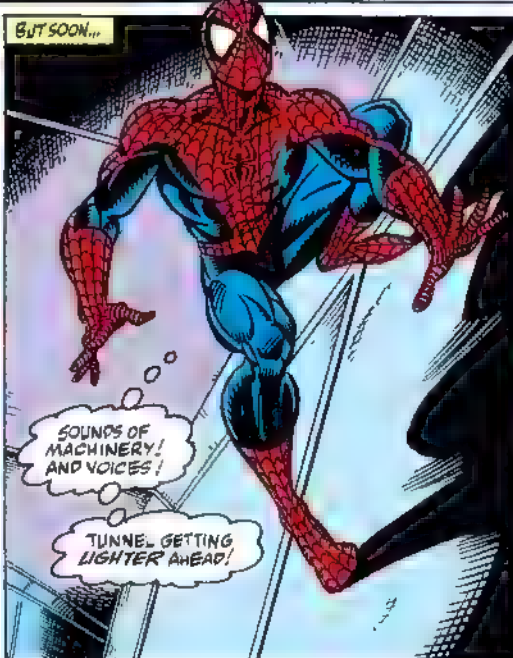


RIGHT!

BUT SOON...

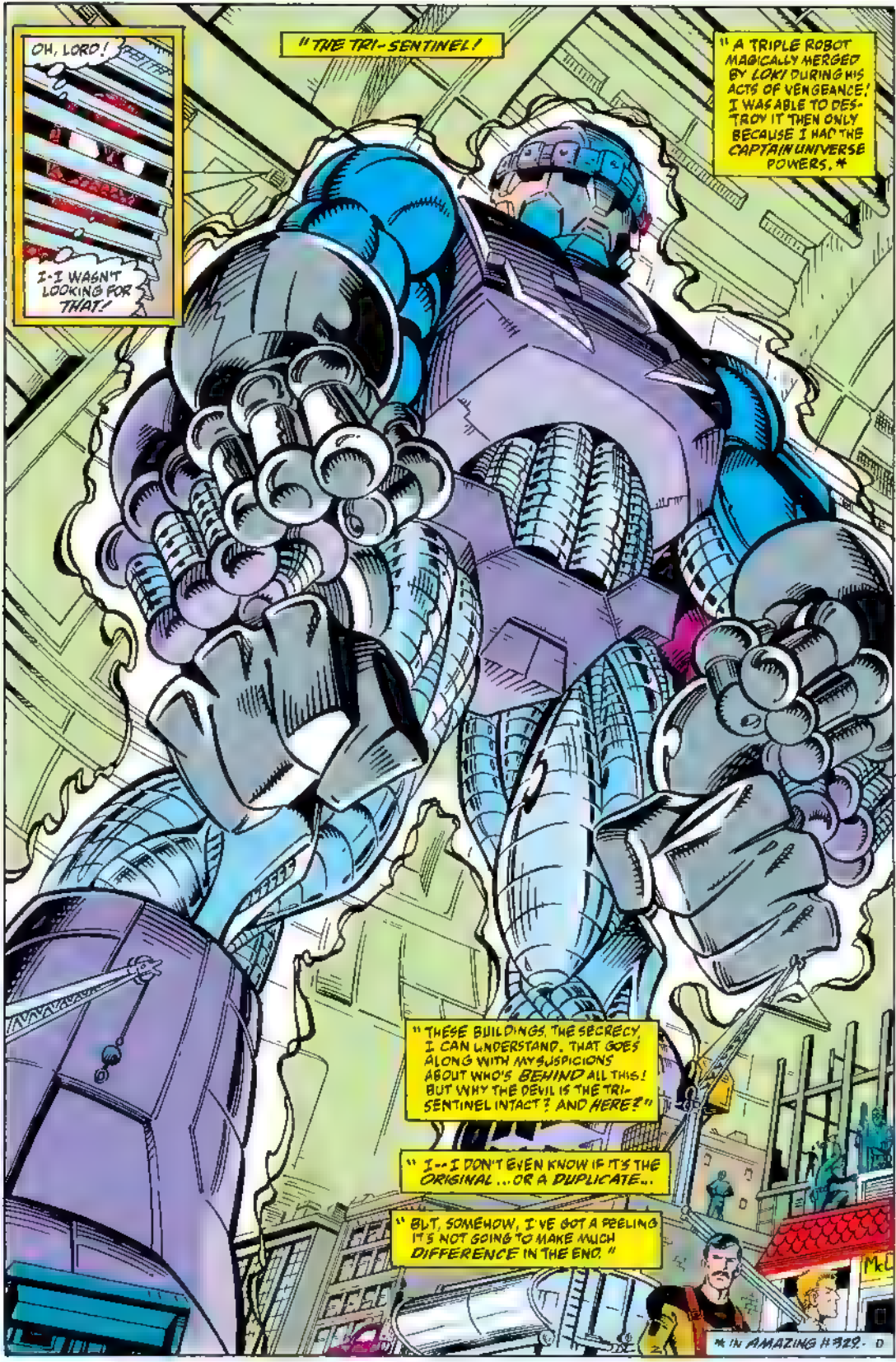
SOUNDS OF  
MACHINERY!  
AND VOICES!

TUNNEL GETTING  
LIGHTER AHEAD!



ALL COMING FROM  
THAT VENT! SEEMS  
I'VE FOUND WHAT  
I WAS LOOKING  
FOR!





OH, LORD!

"THE TRI-SENTINEL!"

"A TRIPLE ROBOT  
MAGICALLY MERGED  
BY LOKI DURING HIS  
ACTS OF VENGEANCE!  
I WAS ABLE TO DES-  
TROY IT THEN ONLY  
BECAUSE I HAD THE  
CAPTAIN UNIVERSE  
POWERS. \*

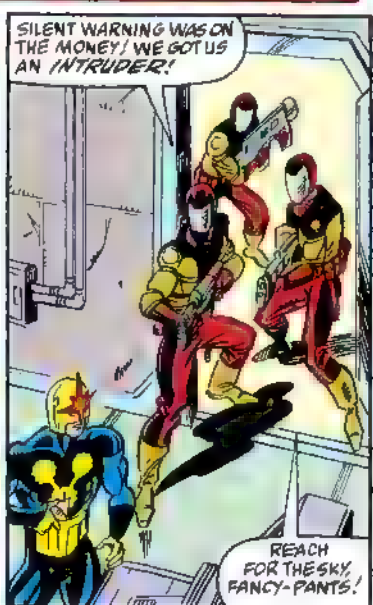
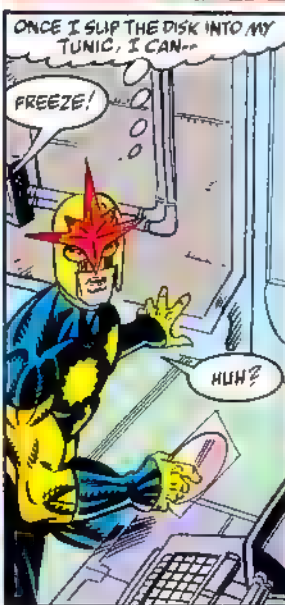
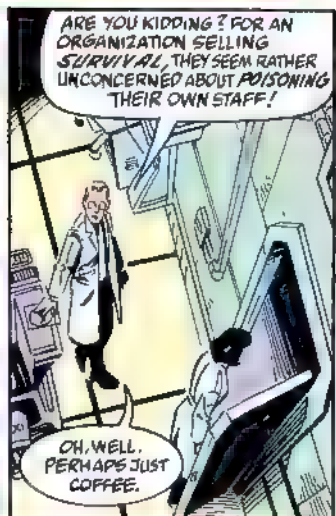
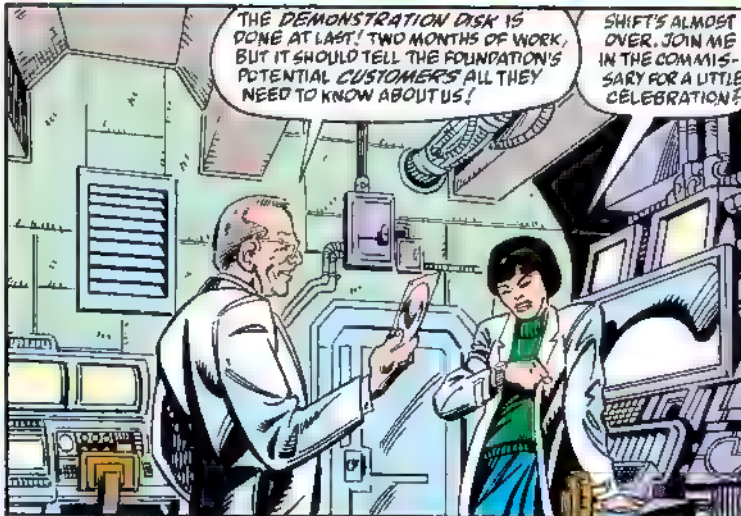
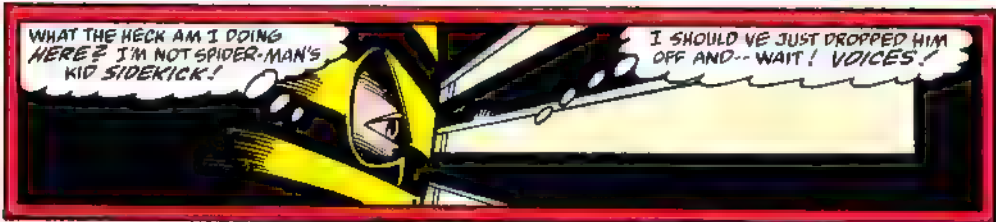
I-I WASN'T  
LOOKING FOR  
THAT!

"THESE BUILDINGS, THE SECRECY  
I CAN UNDERSTAND. THAT GOES  
ALONG WITH MY SUSPICIONS  
ABOUT WHO'S BEHIND ALL THIS!  
BUT WHY THE DEVIL IS THE TRI-  
SENTINEL INTACT? AND HERE?"

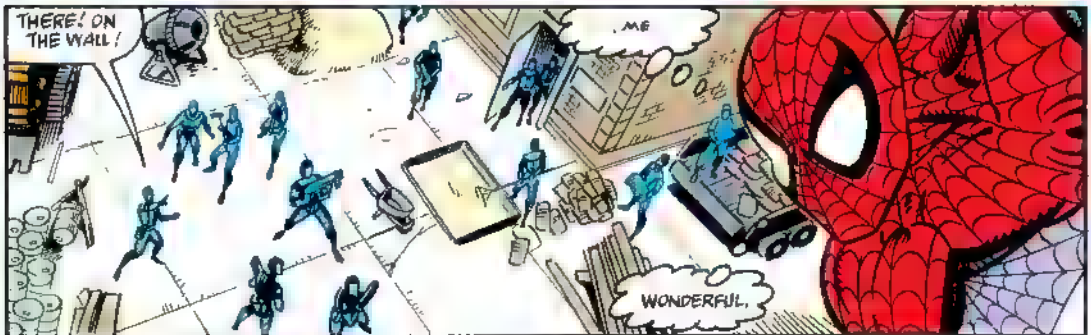
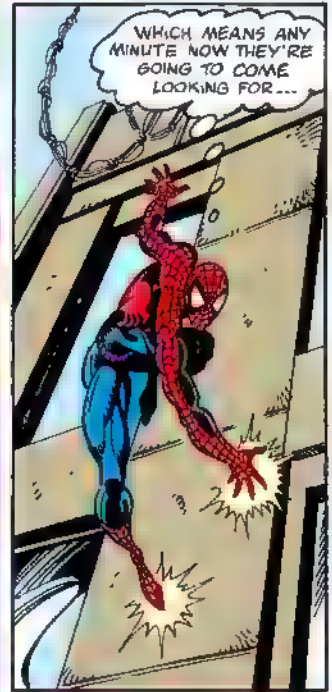
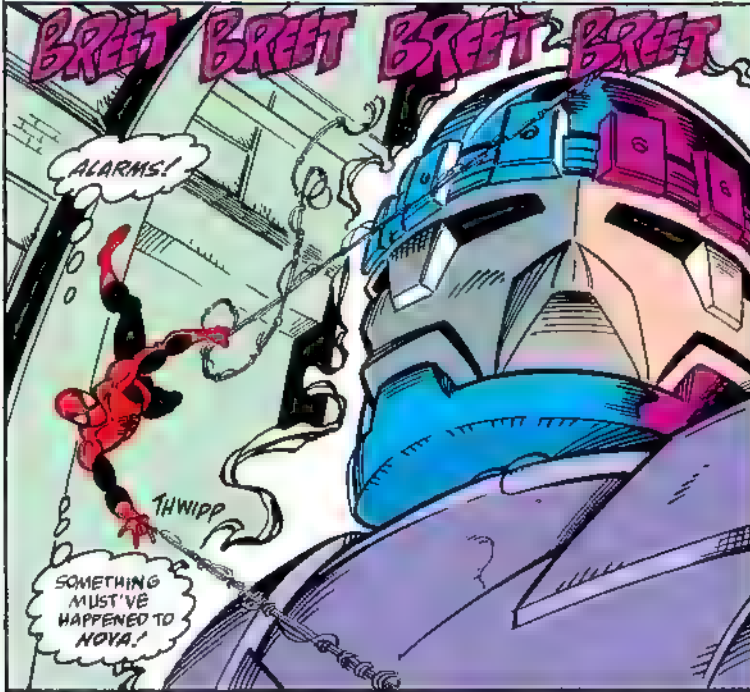
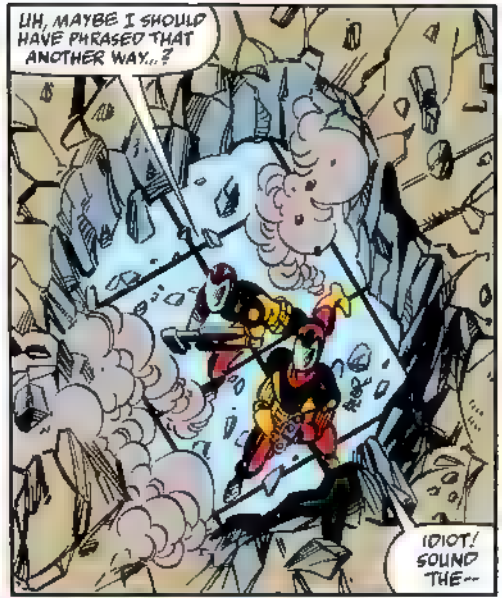
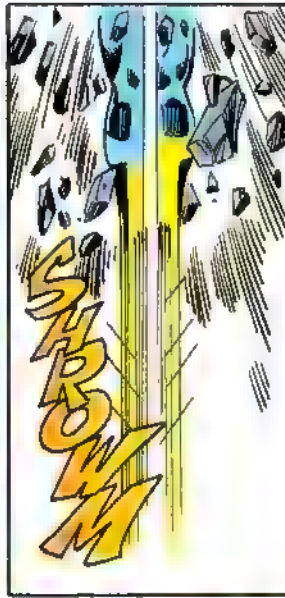
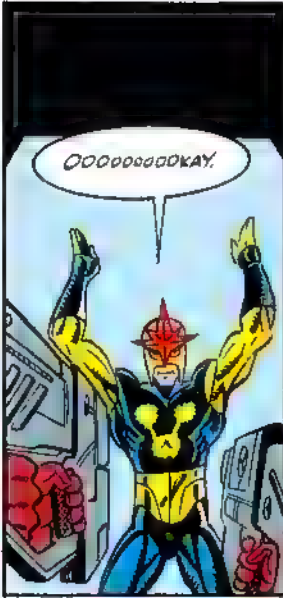
"I--I DON'T EVEN KNOW IF IT'S THE  
ORIGINAL...OR A DUPLICATE..."

"BUT, SOMEHOW, I'VE GOT A FEELING  
IT'S NOT GOING TO MAKE MUCH  
DIFFERENCE IN THE END."

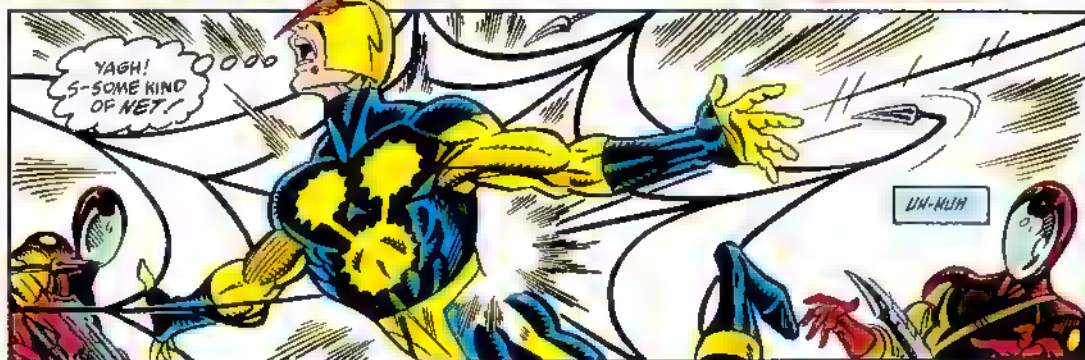




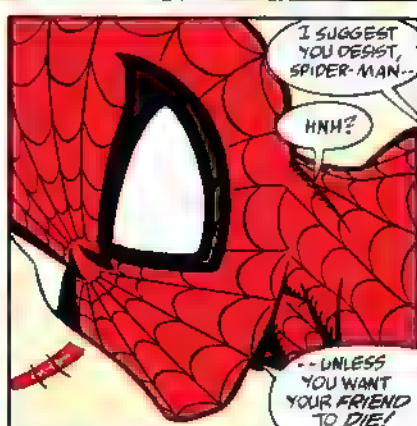
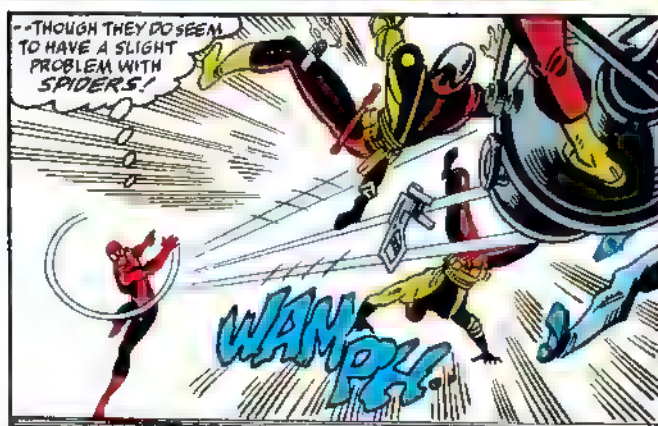
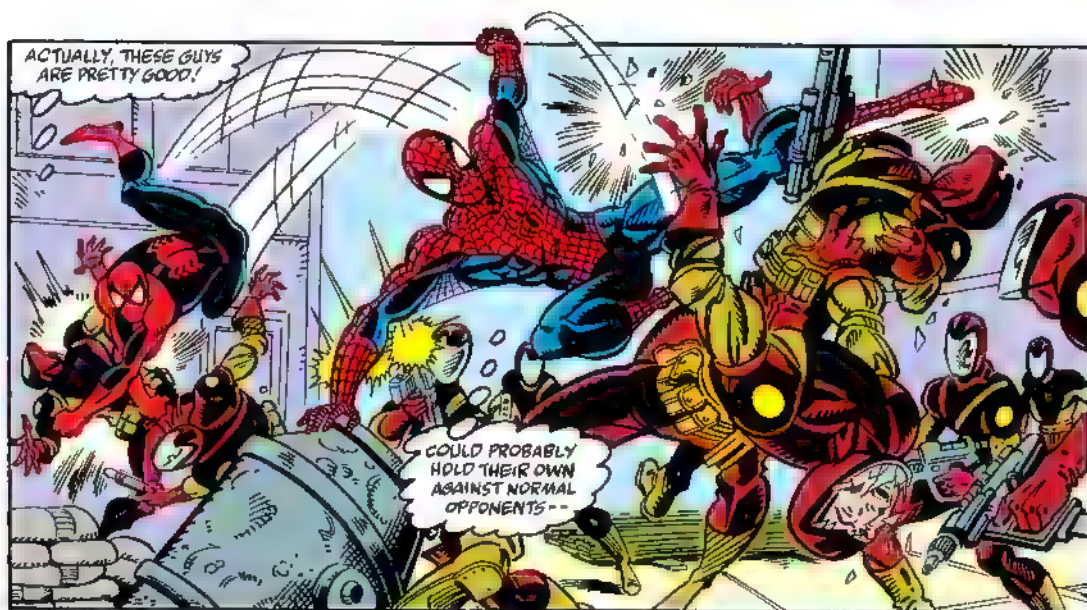




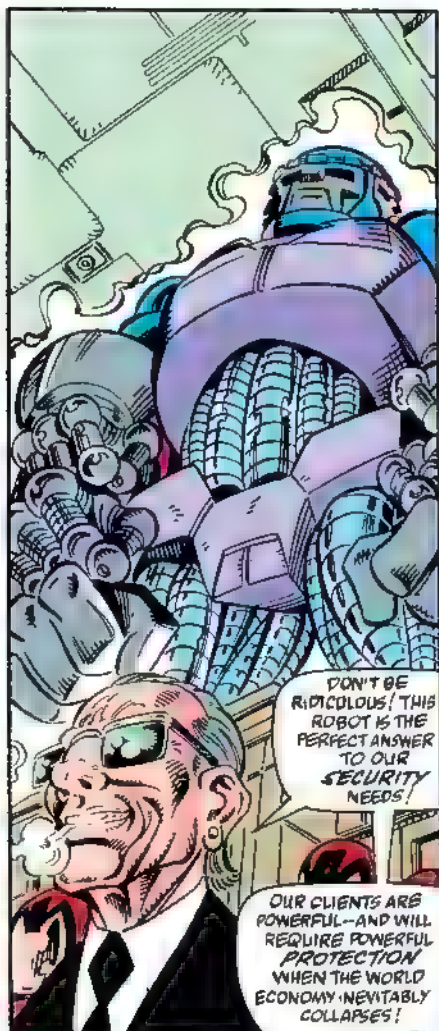








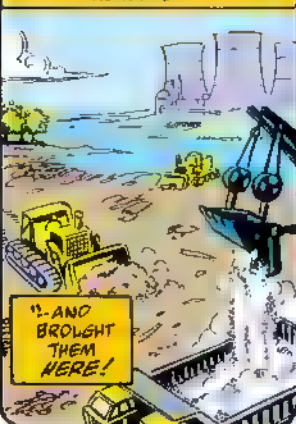




DON'T BE RIDICULOUS! THIS ROBOT IS THE PERFECT ANSWER TO OUR SECURITY NEEDS!

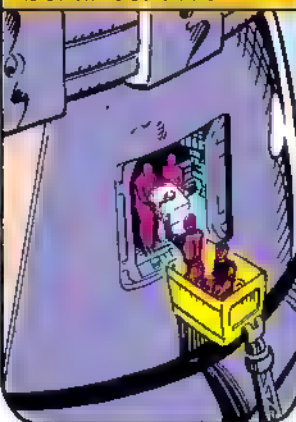
OUR CLIENTS ARE POWERFUL--AND WILL REQUIRE POWERFUL PROTECTION WHEN THE WORLD ECONOMY NEVITABLY COLLAPSES!

"THAT'S WHY OUR CREWS PAINSTAKINGLY GATHERED THE TRI-SENTINEL'S SCATTERED REMAINS--

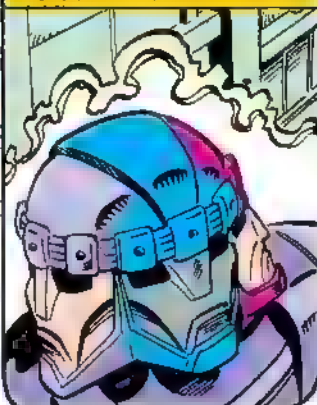


"--AND BROUGHT THEM HERE!"

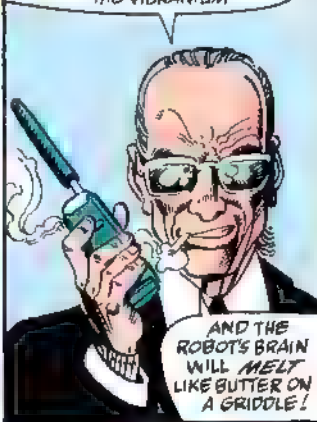
"AS A FAIL-SAFE MEASURE, WE PLACED A SMALL BIT OF ANTARCTIC VIBRANIUM IN ITS CONTROL CENTER!"



"SENTINELS EVENTUALLY REGENERATE SO BEFORE THIS ONE COULD, WE SURROUNDED IT WITH AN ELECTRICITY-DAMPENING GRID OF ELECTROMAGNETIC PULSES!"



THE PROPER SIGNAL FROM THIS HAND UNIT WILL DEACTIVATE THE SHIELDED BOX CONTAINING THE VIBRANIUM



AND THE ROBOT'S BRAIN WILL MELT LIKE BUTTER ON A GRIDDLE!

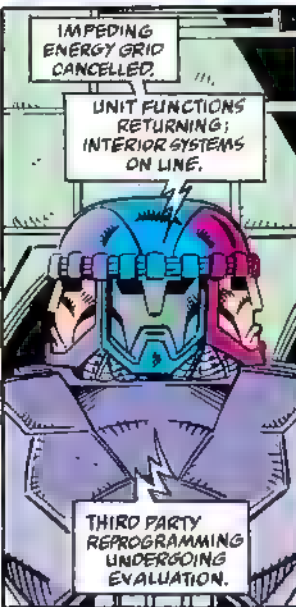


WAIT! YOU DON'T KNOW WHAT YOU'RE DOING!

OH BUT I DO! I'M GOING TO FIELD TEST THE ROBOT--

TK

--ON YOU!



IMPEDING ENERGY GRID CANCELLED.

UNIT FUNCTIONS RETURNING; INTERIOR SYSTEMS ON LINE.

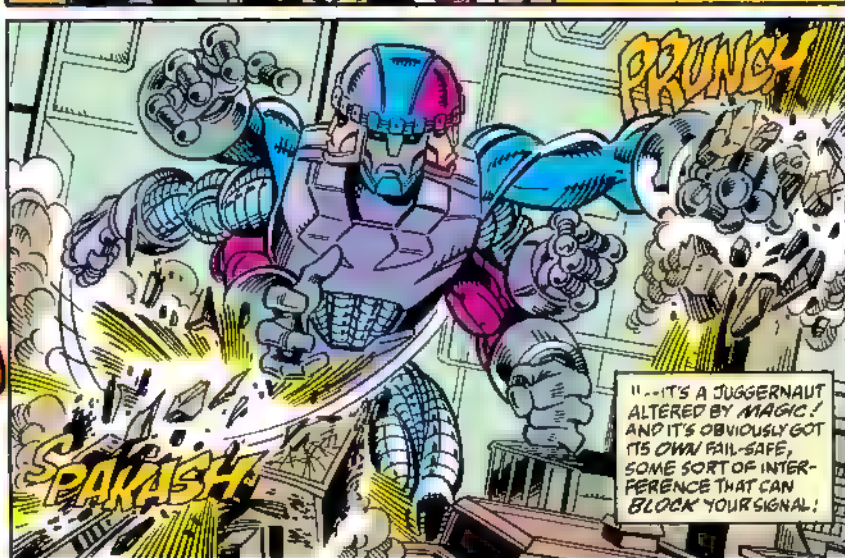
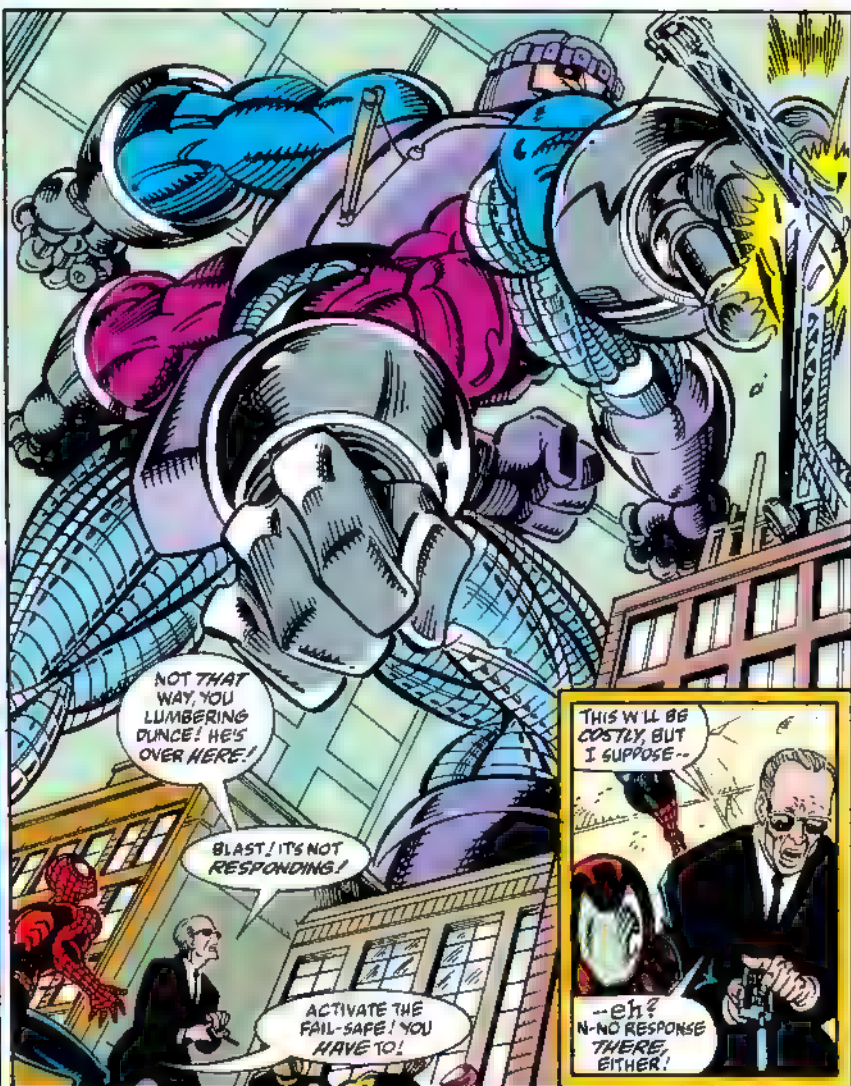
THIRD PARTY REPROGRAMMING UNDERGOING EVALUATION.



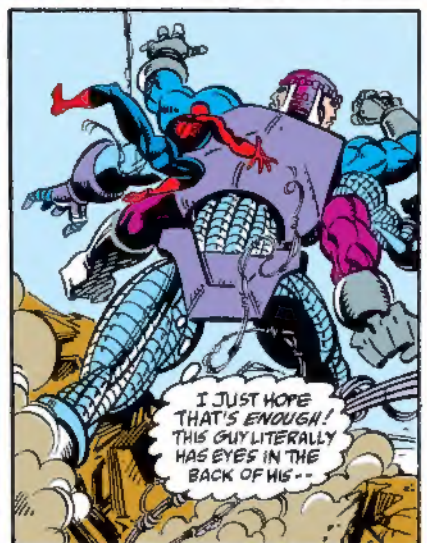
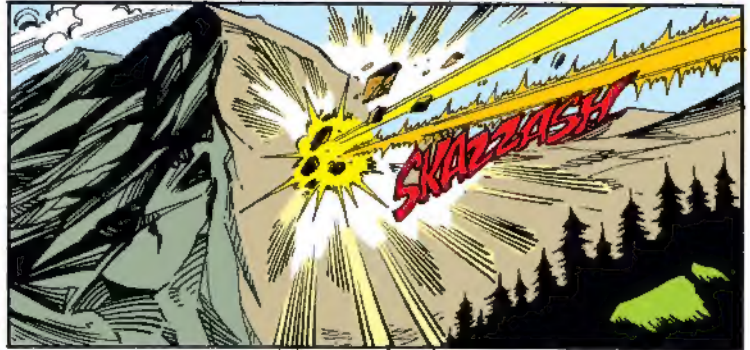
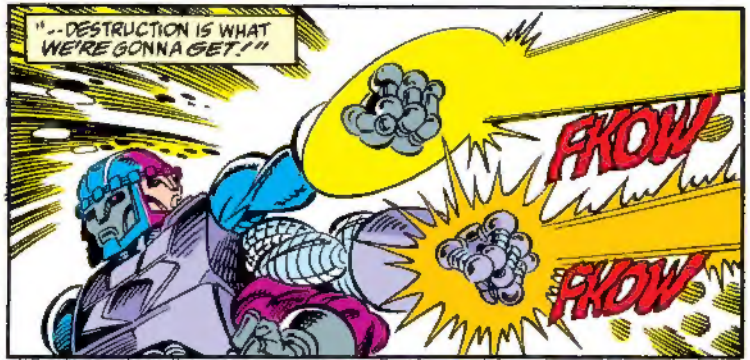
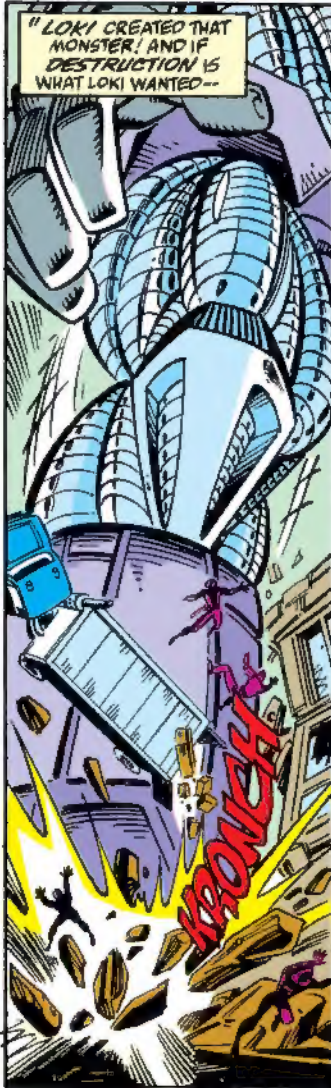
CONCLUSION: REJECTION OF ALIEN COMMANDS COMPLETE.

LOKI PRIME DIRECTIVE--

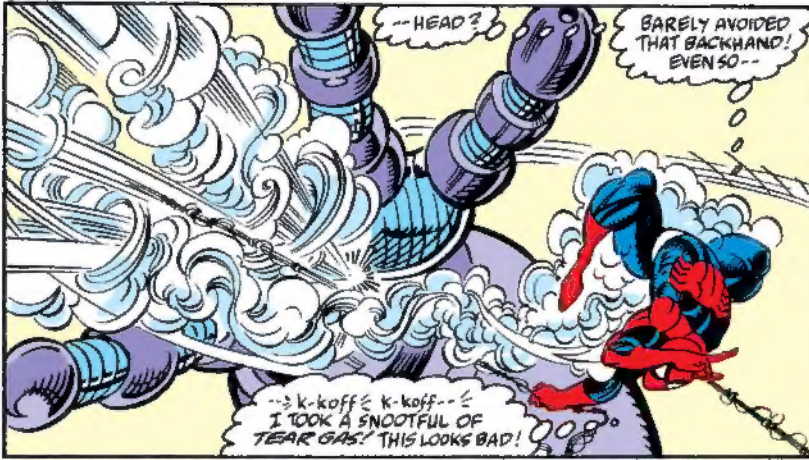








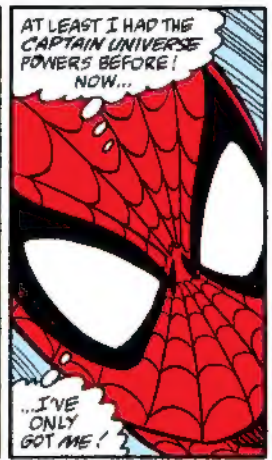




-- HEAD ?

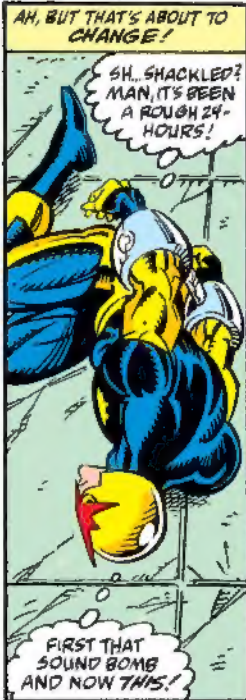
BARELY AVOIDED THAT BACKHAND! EVEN SO--

--K-KOFF K-KOFF--  
I TOOK A SNOOTFUL OF TEAR GAS! THIS LOOKS BAD!



AT LEAST I HAD THE CAPTAIN UNIVERSE POWERS BEFORE! NOW...

...I'VE ONLY GOT ME!



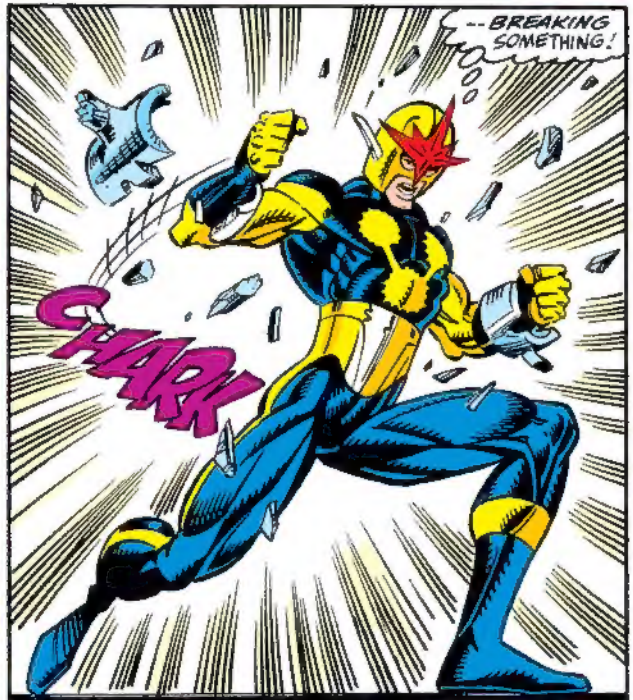
AH, BUT THAT'S ABOUT TO CHANGE!

SH.. SHACKLED? MAN, IT'S BEEN A ROUGH 24-HOURS!

FIRST THAT SOUND BOMB AND NOW THIS!

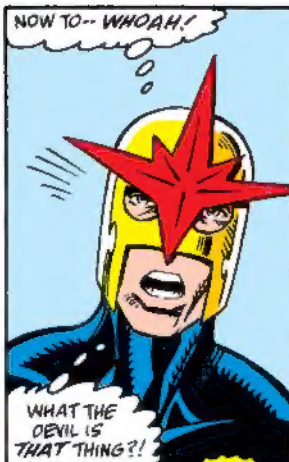


KINDA MAKES ME FEEL LIKE--



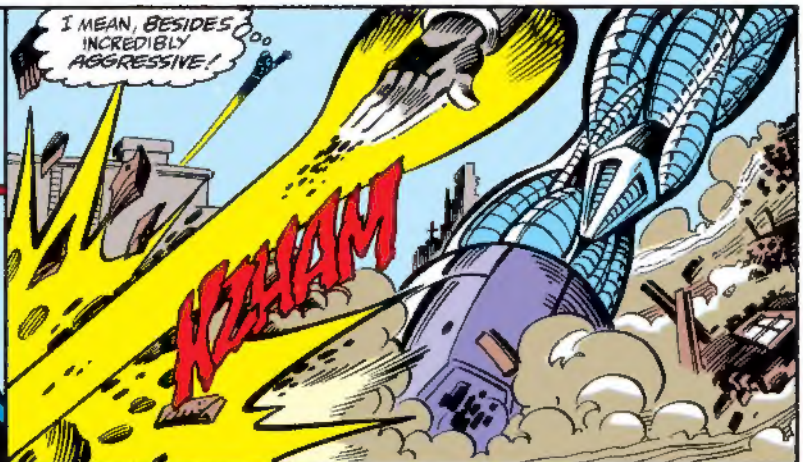
--BREAKING SOMETHING!

SHARK



NOW TO-- WHOAH!

WHAT THE DEVIL IS THAT THING?!



I MEAN, BESIDES INCREDIBLY AGGRESSIVE!

KZZHAM



